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SPECIAL "TRIBUTE-TO-TEEN-AGERS" ISSUE!!

SEE...

SPIDER-MAN VERSUS "THE LIVING BRAIN!"

SEE...

PETER PARKER'S FIGHT WITH FLASH THOMPSON!

DON'T MISS OUR EXTRA ADDED ATTRACTION...

SPIDER-MAN TACKLES "the HUMAN TORCH"

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SPIDER-MAN

THE TERRIBLE THREAT OF "THE LIVING BRAIN!"

A MARVEL MASTERPIECE!

WRITTEN BY:
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ART SIMEK

HOW WOULD YOU LIKE TO...

- SEE PETE PARKER FIGHT FLASH THOMPSON?
- SEE SPIDER-MAN FIGHT A NON-HUMAN MENACE?
- SEE A TALE OF SHEER FANTASY, SO REAL YOU'LL FEEL IT'S HAPPENING TO *YOU!*

YOU'D LIKE IT? OKAY, YOU'VE GOT IT! START READING...

x-528

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IN THE SENIOR SCIENCE CLASS AT MIDTOWN HIGH SCHOOL, TWO MEN WHEEL A STRANGE-LOOKING MACHINE INTO THE CLASSROOM...

PUT IT RIGHT THERE, IN THE CENTER OF THE ROOM, GENTLEMEN!

WOW! WHAT A CREEPY-LOOKIN' GIZMO ***THAT*** IS!

THAT "GIZMO" HAPPENS TO BE ONE OF THE SCIENTIFIC MARVELS OF THE AGE, LOUDMOUTH!

WELL, WELL! LISTEN TO PETER PARKER, THE DEMON SCIENTIST!

YOU SURE TALK BIG AND BRAVE WHEN THE ***TEACHER'S*** AROUND, EH, PUNY PARKER?

LOOK OUT, YOU DUMB CLOWN! MY ***GLASSES--!!***

OKAY, OKAY! DON'T MAKE A FEDERAL CASE OUT OF IT! IT WAS AN ***ACCIDENT!***

YOU'RE THE ONLY ACCIDENT AROUND HERE, YOU CLUMSY MEATHEAD! I OUGHTTA...

YOU OUGHTTA ***WHAT,*** WEAK-LING??

BOYS! KEEP YOUR VOICES DOWN! REMEMBER--YOU'RE STILL IN ***CLASS!***

OKAY, LIZ! BUT FLASH HAS GONE ***TOO FAR*** THIS TIME!

LOOK, SCARECROW! WE'LL SEE IF YOU ***STILL*** TALK SO BIG ***AFTER*** CLASS!

JUST HANG AROUND, UGLY! YOU'VE GOT A LITTLE ***SURPRISE*** COMING!

I'VE ***HAD*** IT! I'M ***THROUGH*** PRETENDING TO BE A PANTYWAIST TO CONCEAL MY REAL IDENTITY! I DON'T ***NEED*** THOSE SPECS ANYWAY!

UH OH! MISTER WARREN'S CALLING THE CLASS TO ORDER!

ATTENTION, CLASS! WE HAVE AN IMPORTANT TREAT FOR YOU TODAY! THE I.C.M. CORPORATION IS EXHIBITING ITS NEWEST ELECTRONIC COMPUTER AROUND THE COUNTRY, AND TODAY IS ***OUR*** TURN TO HAVE A DEMONSTRATION OF THIS GREAT MACHINE!

AND NOW, I WILL INTRODUCE MR. PETTY, OF I.C.M., THE INTERNATIONAL COMPUTING MACHINES CORPORATION, WHO WILL EXPLAIN THE MACHINE!

YOU'D BE BETTER OFF IF THEY INTRODUCED A ***DOCTOR,*** AFTER I'M DONE WITH ***YOU!***

AW, GIVE YOUR JAW A REST WHILE YOU CAN--BEFORE I ***FRACTURE*** IT!

THANK YOU FOR YOUR INTRODUCTION MR. WARREN! AND NOW, CLASS...

WE BUILT OUR COMPUTER IN THE FORM OF A HUMAN BODY IN ORDER TO DRAMATIZE ITS POWERS! IT IS THE GREATEST MECHANICAL BRAIN EVER BUILT! IN FACT, WE CALL IT ***THE LIVING BRAIN!***

NOTICE HOW ITS LEGS HAVE BALL-BEARING ROLLERS ON THEM, ENABLING THE BRAIN TO MOVE UPON COMMAND!

AND ITS ARMS ARE SO CONSTRUCTED THAT THEY TOO CAN PERFORM SIMPLE MOTIONS...

BUT THE MOST ***IM-PORTANT*** THING ABOUT THE BRAIN, OF COURSE, IS ITS ABILITY TO ***THINK!*** IT CONTAINS MORE KNOWLEDGE THAN ANY OTHER BRAIN ON EARTH, HUMAN OR MECHANICAL!

IT WILL ANSWER ANY QUESTION WHICH IS FED TO IT... BASING ITS ANSWER ON THE VAST STOREHOUSE OF IN-FORMATION WHICH IT POSSESSES! AND, UNLIKE THE ***HUMAN*** BRAIN, IT NEVER FORGETS A THING!

NOW, MR. WARREN, WOULD YOU SELECT A STUDENT TO ***ASSIST*** ME, PLEASE?

PETER PARKER IS OUR TOP SCIENCE STUDENT! PARKER, WILL YOU STEP UP HERE FOR A MOMENT?

I'LL BE GLAD TO, SIR!

SURE YOU'D BE GLAD TO! HOW DOES IT FEEL TO BE A PRO-FESSIONAL TEACHER'S PET??

QUIET, FLASH! LET'S SEE WHAT THEY WANT PETE TO ***DO!***

MOMENTS LATER...

NOW THAT I'VE EXPLAINED THE BRAIN'S OPERATION TO YOU, LET'S SEE YOU--

SAY! YOU LEARN PRETTY QUICKLY, SON!

THANKS, MISTER PETTY! ACTUALLY, I'VE READ A LOT ABOUT ELECTRONIC BRAINS! I'VE ALWAYS BEEN REAL INTERESTED IN THEM!

NOW, CLASS, YOU THINK OF A QUESTION FOR THE LIVING BRAIN, AND THEN PARKER WILL FEED IT TO HIM AND SEE IF HE CAN ANSWER IT!

DIDJA HEAR HIM CALL THE BRAIN "HE"--LIKE IT WAS A REAL PERSON??

IT'S ***SMARTER*** THAN ANY REAL PERSON! IT CAN FIGURE OUT HORSE RACE WINNERS, ELECTIONS, ***ANYTHING!*** WE COULD GET ***RICH*** IF WE OWNED IT!

WHAT SHOULD WE **ASK** THE BRAIN??

GOSH, **I** DON'T KNOW! WHAT DO **YOU** THINK?

SEARCH ME?? GOT ANY IDEAS, LIZ?

YES! I THOUGHT OF SOMETHING **EVERYBODY** WOULD LIKE TO KNOW! LET'S SEE HOW SMART THE BRAIN REALLY IS...

WHAT IS **SPIDER-MAN'S** REAL IDENTITY??

NOW

HEY! THAT'S **TERRIFIC!**

WHAT A GREAT QUESTION!

THIS IS **TERRIBLE!** WHAT IF THE BRAIN IS SMART ENOUGH TO **ANSWER** THAT?? WHAT'LL I **DO??**

IMPOSSIBLE AS THAT QUESTION SEEMS, IF THE LIVING BRAIN IS FED ENOUGH INFORMATION ABOUT SPIDER-MAN, HE MIGHT BE ABLE TO **ANSWER** IT!

AND SO, THE CLASS CALLS OUT ALL THE FACTS THEY CAN THINK OF ABOUT THE COSTUMED MYSTERY MAN...

HE'S ABOUT FIVE FEET, TEN INCHES TALL!

WEIGHS ABOUT ONE-HUNDRED SIXTY POUNDS!

HE'S BEEN SIGHTED IN THE FOREST HILLS AREA A LOT!

HE'S THE MOST WONDERFUL, HEROIC, GLAMOROUS MAN IN THE WHOLE WORLD!

IF YOU ASK **ME,** HE'S A NEUROTIC **NUT!**

THEN, AFTER ALL THE AVAILABLE FACTS HAVE BEEN GATHERED, PETER FEEDS THEM TO THE BRAIN IN THE FORM OF MATHEMATICAL SYMBOLS...

I'VE REDUCED ALL THE KNOWN INFORMATION ABOUT SPIDER-MAN TO A FORM WHICH THE BRAIN CAN ABSORB, S-SO HERE GOES!

DON'T BE NERVOUS, PARKER! WITH ALL THE FACTS YOU'RE FEEDING IT, THE BRAIN HAS A VERY GOOD CHANCE OF SOLVING THE PROBLEM OF SPIDER-MAN'S REAL IDENTITY!

I KNOW IT! **THAT'S** WHAT I'M NERVOUS ABOUT!!

PARKER IS SPID

UH OH! THE BRAIN IS SIGNALLING! THE ANSWER IS READY! BOY, IT SURE DIDN'T **TAKE** LONG!

VERY WELL, PARKER! AS YOU CAN TELL BY THAT WINKING LIGHT, THE ANSWER IS READY FOR YOU! YOU MAY TAKE IT NOW!

YES, SO I SEE! I-I'LL GET IT...

AS YOU KNOW, THE ANSWER IS GIVEN IN THE FORM OF MATHEMATICAL CODE SYMBOLS! IT WILL BE UP TO YOU TO **TRANSLATE** THEM OVERNIGHT, PARKER!

-WHEW- GOOD! AT LEAST THAT'LL GIVE ME TIME TO TRY TO THINK OF SOMETHING!

MEANTIME, THE TWO ATTENDANTS ARE MAKING PLANS OF THEIR OWN...

THEN IT'S A **DEAL?** FIRST CHANCE WE GET WE **STEAL** THE BRAIN!

WE'LL MAKE A **FORTUNE** OUT OF IT AND SKIP TO SOME OTHER COUNTRY!

AND, AT THAT MOMENT...

LET **ME** HAVE THAT PAPER, PARKER! YOU'RE TOO **WEAK** TO TAKE CARE OF SOMETHING SO VALUABLE! **I'LL** DECODE IT!

GET YOUR GRUBBY HANDS OFF THIS, THOMPSON! YOU COULDN'T DECODE YOUR OWN **NAME** UNLESS SOMEONE SPELLED IT OUT FOR YOU!

YOU **HEARD** ME, BIRDBRAIN! GIVE ME THAT PAPER!

WELL, WELL! SO THE WORM **TURNS**, EH? AND IN **YOUR** CASE, I **DO** MEAN "WORM"!

ALL RIGHT, YOU TWO! BREAK IT UP--AND I MEAN RIGHT **NOW!**

YES SIR!

SORRY, MISTER WARREN!

I'VE HAD MY EYE ON YOU TWO FOR A WHILE NOW! IF YOU BOTH ARE SUCH ENEMIES, I SUGGEST YOU **SETTLE** YOUR FEUD ONCE AND FOR ALL--IN THE **GYM!**

IT'S A **DEAL!**

SUITS ME JUST FINE!

AND SO, AFTER CLASS...

POOR PARKER! THIS IS ONE TIME YOU COULDN'T GET **OUT** OF A FIGHT, HUH?

WELL, DON'T WORRY, STRINGBEAN! IT WON'T **LAST** LONG! YOU'LL NEVER KNOW WHAT **HIT** YOU!

THE ONLY THING **I'M** WORRIED ABOUT IS BEING ABLE TO PULL MY PUNCHES ENOUGH SO I DON'T REALLY **CLOBBER** THAT BAG OF WIND!

ANYWAY, EVERYONE FORGOT ABOUT THE PAPER WITH SPIDER-MAN'S IDENTITY ON IT!

DON'T END IT **TOO** SOON, FLASH BOY! GIVE US A LITTLE **SHOW,** HUH?

DON'T WORRY! IT'S TAKEN **MONTHS** TO GET PARKER TO AGREE TO FIGHT! AFTER WAITING SO LONG, I WANNA REALLY **ENJOY** THIS!

DON'T BE **TOO** ROUGH ON HIM, FLASH! HE CAN'T HELP IT IF HE'S NOT THE HE-MAN **YOU** ARE!

WHAT ROUND WILL YOU FINISH HIM OFF IN, FLASH?

YOU MEAN WHAT MINUTE OF THE ***FIRST*** ROUND!

YOU GONNA TIE ONE HAND ***BEHIND*** YOU, FLASH BOY?

I'LL REFEREE THE FIGHT, BOYS! ARE YOU BOTH READY?

POOR PARKER! NOT ONE STUDENT IS ROOTING FOR ***HIM!*** I WISH, BY SOME MIRACLE, THAT HE COULD -- BUT NO, HE HASN'T A CHANCE!

FINALLY, THE FIGHT BEGINS! PETE'S ***SPIDER INSTINCT*** AND LIGHTNING-FAST REFLEXES ENABLE HIM TO MOVE AWAY FROM FLASH'S BLOWS AT THE SPLIT-SECOND THAT FLASH BEGINS TO THROW THEM! BUT, TO THE WATCHING STUDENTS, IT LOOKS AS THOUGH...

PARKER'S A ***COWARD!*** LOOK AT HIM STAYING OUT OF FLASH'S REACH!

I AVOID FLASH'S SWINGS SO ***FAST*** THAT THE OTHERS THINK I'M JUST STAYING OUT OF RANGE! MY REFLEXES ARE ***TOO*** GOOD!

C'MON AND ***FIGHT,*** CHICKEN PARKER!

I'LL PULL MY PUNCH AS MUCH AS I CAN NOW... HE DOESN'T REALIZE THAT TO ***ME*** HE SEEMS TO BE MOVING IN SLOW MOTION!

THERE! I PUT ONLY THE SMALLEST FRACTION OF MY POWER INTO THAT BLOW!

WHAM!

HOLY COW! DID YOU SEE ***THAT???***

I'M NOT ***SURE!*** IT HAPPENED SO FAST, IT WAS LIKE A ***BLUR*** TO ME!

THIS IS WHAT I'VE ALWAYS ***FEARED!*** EVEN THOUGH I HIT HIM AS EASY AS I COULD, IT WAS ***STILL*** TOO HARD!

PRETTY CLEVER, EH, FLASH? YOU'RE JUST CLOWNIN' AROUND -- TRYING TO MAKE PARKER THINK HE'S A POWERHOUSE BEFORE YOU FINISH HIM OFF, EH?

HUH? OH, YEAH -- SURE! THAT'S WHAT I'M DOIN'! JUST TRYING TO HAVE A FEW LAUGHS BEFORE I CLOBBER HIM!

BUT, DESPITE HIS BRAVE WORDS, FLASH THOMPSON APPROACHES HIS FOE WITH FAR MORE CAUTION THAN BEFORE...

IT MUSTA JUST BEEN A LUCKY PUNCH! B-BUT HOW DID HE KNOCK ME CLEAN THROUGH THE ROPES???

IT ALL HAPPENED SO FAST -- I PROBABLY TRIPPED! SURE, THAT MUST BE IT! I JUST ***TRIPPED*** OVER THE ROPES!

MEANWHILE, ON THE FLOOR ABOVE, WE FIND THE TWO TECHNICIANS ALONE WITH THE GIANT COMPUTING MACHINE...

NOW'S OUR CHANCE TO TAKE THIS MEAL TICKET AND CUT OUT OF HERE!

RIGHT! 'MOST EVERYBODY'S DOWN IN THE GYM, WATCHING THE FIGHT!

BUT THERE IS ONE MAN WHO IS NOT WATCHING THE FIGHT...

WAIT! WHERE ARE YOU TWO GOING WITH THE BRAIN??!

IT'S PETTY! WE'VE GOT TO SHUT HIM UP, FAST!

THERE! BY THE TIME HE WAKES UP, WE'LL BE GONE!

HEY-- LOOK OUT! YOU MADE ME BUMP INTO THE BRAIN'S CONTROL PANEL!

OH NO! I MUST HAVE SHORT-CIRCUITED IT! LOOK-- IT'S MOVING BY ITSELF! IT-IT NEVER DID THAT BEFORE!

IT'S COMING TOWARDS US --AS THOUGH IT WANTS TO HARM US! H-HOW DO WE STOP IT?

WE CAN'T STOP IT! CAN'T GET NEAR IT WHILE ITS ARMS ARE SWINGIN' THAT WAY!

ANYTHING CAN HAPPEN NOW! LET'S GET OUT OF HERE-- WHILE WE CAN!

IT KEEPS BLOCKING THE EXITS! I'D SWEAR IT DOESN'T WANT US TO LEAVE!

WITH ITS STRENGTH, AND ITS INTELLIGENCE, NOTHING CAN STOP IT IF IT'S ON A RAMPAGE!

BUT SUDDENLY, THE LIVING BRAIN TAKES A RANDOM TURN, AND...

LOOK! IT-IT'S THE GIANT COMPUTING MACHINE!

BUT NOBODY'S CONTROLLING IT!

IT'S RUNNING WILD! STAY CLEAR OF THOSE SWINGING ARMS!

WHILE IN THE GYM BELOW, THE FIGHT GOES ON...

COME ON, FLASH BOY! YOU'VE CARRIED HIM LONG ENOUGH! GIVE 'IM THE OL' ONE-TWO NOW!

NAW, LET ME PRO-LONG THE AGONY A LITTLE LONGER!

I'M TRYING TO FINISH HIM OFF, BUT I CAN'T! I DON'T GET IT! HE DODGES EVERY PUNCH WITHOUT EVEN TRYIN'!

OKAY, LOUD MOUTH! THE FUN'S OVER! NOW YOU'RE GONNA LEARN A LESSON YOU'LL NEVER FORGET!

I'VE FINALLY FIGURED OUT HOW TO HIT HIM WITHOUT SPLATTERING HIM ALL OVER THE GYM! I'LL JUST SWAT HIM BY FLIPPING MY ***WRIST*** INSTEAD OF MY WHOLE ARM!!

HERE IT COMES, FLASH! NOW SMILE--I WANT TO ***REMEMBER*** YOU AS YOU LOOK RIGHT NOW!

BUT JUST THEN, A FRANTIC CRY RINGS OUT... AND FLASH AUTOMATICALLY TURNS HIS HEAD IN THE DIRECTION OF THE SOUND!

HELP! THE BRAIN IS OUT OF OF CONTROL! ***HELP!***

CAN'T STOP MY BLOW!

THAT ***DID*** IT! B-BUT IF ONLY HE HADN'T TURNED HIS HEAD!

WHOOM!

BOOOO! YOU HIT HIM WHEN HIS HEAD WAS TURNED! IT WAS A ***FOUL!***

THAT WAS A ***CRUMMY*** THING TO DO, PARKER! POOR FLASH WASN'T EVEN LOOKING!

AT THAT MOMENT...

MR. PETTY! WHERE'S MR. PETTY?? HE'S THE ONLY ONE WHO CAN ***DO*** ANYTHING!

THE LIVING BRAIN IS RUNNING AMOK, AND NO ONE KNOWS HOW TO ***STOP*** IT!

I'LL BRING FLASH TO THE LOCKER ROOM! HE'LL BE OKAY--JUST HAD THE WIND KNOCKED OUT OF HIM!

AND THEN, ***SPIDER-MAN*** BETTER SEE WHAT'S GOING ON UPSTAIRS!

EXACTLY THIRTY SECONDS LATER...

I DON'T SEE ***HOW*** THE BRAIN COULD GO OUT OF CONTROL --UNLESS IT WAS ***TAMPERED*** WITH!

ANYWAY, HOW CAN AN ELECTRONIC ***THINKING MACHINE*** CAUSE SUCH ALARM?? I'M SURE IT'S JUST--

SIZZLIN' SPIDER-WEBS!! LOOK AT ***THAT!*** NO ***WONDER*** THEY'RE SCARED!

RUN! RUN! THE BRAIN'S GETTING CLOSER!

NOTHING CAN STOP IT! IT'S TRYING TO CATCH US ALL!

LOOK--THERE'S SPIDER-MAN! MAYBE HE CAN DO SOME-THING!

KEEP RUNNING, ALL OF YOU! I'LL TAKE OVER NOW!

IT'S LIKE A HUGE, INVULNERABLE ENGINE OF DESTRUCTION! PERHAPS I CAN LAND ON TOP OF IT, FROM THE CEILING!

MADE IT!

WHAP!

OWW! I FORGOT --THE MACHINE CAN THINK, IN ITS OWN FASHION! IT SWATTED ME OFF EASY AS PIE!

SOMERSAULTING IN MID-AIR, THE AGILE SPIDER-MAN REGAINS HIS BALANCE AND LANDS LIGHTLY ON HIS FEET AS THE RAMPAGING MACHINE CONTINUES TO RUMBLE DOWN THE HALL!

I'VE GOT TO GET AHEAD OF IT AND WARN THE OTHER KIDS TO RUN TO SAFETY!

CLEAR OUT OF HERE--ALL OF YOU! HURRY!

LOOK! ON THE WALL-- IT'S SPIDER-MAN!

DO AS HE SAYS! RUN FOR THE EXIT! QUICKLY!

AND NOW I CAN CONCENTRATE ON THE BRAIN! I'LL TRY TO SLOW HIM DOWN WITH A QUICK-FORMING WEB!

IT WORKED!! IT'S STOPPING HIM!!

HE'S GRASPING THE WEB! I-I COULD SWEAR HE'S ***TESTING*** IT... ANALYZING ITS STRENGTH!

I HEAR HIS GEARS MOVING... AS THOUGH HE'S DECIDING HOW MUCH PRESSURE TO APPLY!!

AW, THAT'S ***IMPOSSIBLE!*** HE CAN'T BREAK MY WEB!

BUT THE MIGHTY MACHINE PLOWS THROUGH THE DECEPTIVELY STRONG WEBBING AS THOUGH IT DOESN'T EXIST!

WHEW! HE'S STRONGER THAN I ***THOUGHT!*** HAVE TO TRY SOME-THING ***ELSE!***

FIRST, I'LL TEST HIS THINKING ABILITY! I'LL LET HIM ***HEAR*** ME RUNNING--THEN I'LL SEE WHAT HE ***DOES!***

HE ***DOES*** THINK! LIKE A ***HUMAN!*** AT THE SOUND OF MY FOOTSTEPS HE ***TURNED...***

HE'S EXTENDING HIS ARMS, STRIKING AT ME... AS A ***MAN*** WOULD! AND HE'S ***FAST!*** FASTER THAN I WOULD HAVE GUESSED!

HE ***KNOWS*** I'M AN ENEMY! HE'S ***AFTER*** ME!

I'VE ***GOT*** TO STAY OUT OF REACH OF THOSE POWERFUL ARMS!

OH, ***NO!*** THE BRAIN FIGURED OUT MY SPEED, AND INCREASED HIS ***OWN*** ENOUGH TO OVER-TAKE ME!!

HE OUT-MANEUVERED ME! HE REALLY ***IS*** THE FASTEST THINKING MACHINE ON EARTH!! I-I'M ***TRAPPED!***

BUT ALTHOUGH HE CAN OUT-*THINK* A HUMAN, HE CAN'T OUT-*GUESS* ONE! IF I CAN MAKE AN UNEXPECTED MOVE... LIKE *THIS!*

BUT HE'LL *REMEMBER* THAT MANEUVER! I'LL NEVER BE ABLE TO TRICK HIM WITH IT *AGAIN!*

I'VE GOT TO KEEP LEAPING FROM WALL TO WALL! CHANGE MY MOTION PATTERN ALL THE TIME! IF I *REPEAT* ANY ACTION, HE'LL REMEMBER IT AND *GET* ME!

MORE KIDS! I THOUGHT THEY WERE ALL SAFELY *OUT!*

TURN AROUND-- *RUN!* THE *LIVING BRAIN* IS RIGHT BEHIND ME!

B-BUT THE EXIT DOOR IS JAMMED! WE CAN'T *OPEN* IT!

THERE! NOW SCATTER! *HURRY!*

WOW! DID YOU SEE *THAT??!*

HE PULLED THAT LOCK APART LIKE IT WAS *PAPER!*

THE KIDS ARE ALL SAFE NOW! BUT I'VE GOT TO *REMAIN!* GOT TO STOP THE LIVING--

SAY! WHERE *IS* IT? WHERE DID IT *GO??*

I DON'T *LIKE* THIS! IT'S TOO *CUNNING!*

I MUSTN'T FORGET THAT EVEN THOUGH IT'S ONLY A MACHINE, IT THINKS LIKE A *MAN!* IT'S PLANNING A *TRAP* FOR ME!

AND, A FEW SECONDS LATER, SPIDER-MAN'S WORDS COME TRUE...

THUD!

OH!

IT WAS HIDING BEHIND THAT DOOR-- WAITING! BUT IT HASN'T YET LEARNED HOW GREAT MY STRENGTH IS-- IT THINKS *THIS* WILL STOP ME!

IT'S **GONE!** THINKS IT FINISHED ME OFF! BUT I'LL HAVE TO BE MORE **CAREFUL** NEXT TIME!

THE BRAIN NEVER FORGETS! ONCE IT SEES ME AGAIN, IT'LL REALIZE THE EXTENT OF MY STRENGTH, AND IT WILL FIGHT HARDER THAN EVER!

BUT, SUDDENLY...

NOW'S OUR CHANCE! THE BRAIN IS GONE! LET'S CLEAR OUT OF HERE!

YEAH, BEFORE ANYONE REALIZES **WE** CAUSED ALL THE TROUBLE BY MESSING UP ITS CONTROLS WHEN WE TRIED TO STEAL IT!

AHHH ...SO **THAT'S** IT!

I **KNEW** THE BRAIN COULDN'T HAVE BECOME A MENACE BY **ITSELF!** BUT MY **FIRST** JOB IS STILL TO FIND IT, AND RENDER IT HARMLESS!

IF I COULD ONLY FIND A WAY TO REACH ITS CONTROL PANEL! MAYBE I COULD FIGURE OUT...

THAT NOISE DOWN THE HALL! IT MUST BE STRAIGHT AHEAD!

HE--**CAUGHT** ME! HE CAN MOVE FASTER THAN I SUSPECTED!

HE THINKS SO FAST THAT HE CAN ACTUALLY **SECOND-GUESS** MY ACTIONS!

AND HIS ELECTRONIC CIRCUITS CAN ADJUST HIS MECHANICAL BODY AS FAST AS HE CAN THINK!

WHEN I EXERT MORE PRESSURE, HE AUTOMATICALLY INCREASES HIS OWN POWER TO NULLIFY MINE!

THEN, THE LIVING BRAIN SUDDENLY SPINS SPIDER-MAN AROUND AND RELEASES HIM, IN AN EFFORT TO DASH HIM AGAINST THE WALL!

HE REALIZES MY STRENGTH NOW! HE'S TAKING NO CHANCES WITH ME!

BUT THE MASKED TEEN-AGER SAVES HIMSELF BY A LIGHTNING-FAST MANEUVER...

GOOD THING I LOADED MY VIAL WITH ENOUGH WEB FLUID THIS MORNING!

THWUP!

GOOD OL' TRUSTY WEB! IT *HELD!* STOPPED ME FROM HITTING THE WALL!

AND NOW, I'M IN MY OWN ELEMENT!

BETTER CLING TO THE CEILING WHILE I PLAN MY NEXT MOVE!

LUCKILY, I'M JUST OUT OF HIS REACH!

BUT I CAN'T STAY UP HERE *FOREVER!*

SAY, WHAT'S HE TRYING TO DO *NOW??*

HOLY SMOKE! *I'LL SAY* HE CAN THINK! HE'S TRYING TO DISLODGE ME BY HITTING THE WALLS!

---AND HE'S USING THAT DOOR LIKE A *FLY-SWATTER!*

HE CAN THINK, BUT HAS NO CONSCIENCE! TO HIM, THERE IS NO RIGHT OR WRONG!

HE DOESN'T EVEN ***HATE*** ME! JUST WANTS ME TO STOP BOTHERING HIM!

BUT WHETHER HE MEANS IT OR NOT, IF HE ***CONNECTS,*** IT'S GOODBYE SPIDER-MAN!

WHATEVER I'M GOING TO DO, I'D BETTER DO IT ***FAST!***

WELL, HERE GOES ***NOTHING!***

THWAP!

IF I HOLD TIGHT ENOUGH, HE WON'T BE ABLE TO REACH THE WALL TO POUND ANY MORE!

BUT I CAN'T HOLD ON MUCH LONGER --HE'S EXERTING TOO MUCH PULL!

HE'S SPINNING AROUND -- CAUSING ***ME*** TO SPIN, ALSO!!

THAT HUNK OF MACHINE CAN ACTUALLY ***OUT-THINK*** A HUMAN BRAIN!

HOW'LL I ***EVER*** BEAT HIM??

H-HE SHOOK ME LOOSE!

LOOK OUT BELOW!

HE'S LEAVING! HE FEELS THERE'S NOTHING I CAN DO TO STOP HIM! I'M NOT WORTH BOTHERING ABOUT ANY MORE!

OH ***NO!*** SOME FOOL KIDS CAME BACK INTO THE SCHOOL TO SEE WHAT'S GOING ON! HE'S HEADING TOWARDS ***THEM!*** THEY WON'T HAVE A ***CHANCE!***

SEEING THE LIVING BRAIN BEARING DOWN ON THEM, THE STUDENTS TURN AND FLEE... BUT, IN THEIR HASTE, ONE TRIPS, AND...

CHARLIE, GET **UP!** **HURRY!** IT'S ALMOST ON **TOP** OF US!

I'VE GOT TO REACH THE BRAIN BEFORE IT CAN GET TO THOSE KIDS!

OL' SPIDER-STRENGTH, IF I EVER NEEDED YOU, I NEED YOU **NOW!**

GOT HIM! NOW, IF I CAN JUST REACH THAT CONTROL PANEL...

LOOK! SPIDER-MAN SAVED US!

YEAH! BUT NOW WHO'S GONNA SAVE **SPIDER-MAN??**

AT LEAST I DIVERTED HIS ATTENTION FROM THOSE KIDS!

BUT HE'S MOVING SO FAST I CAN'T REACH HIS CONTROLS!

THIS IS THE **SHOWDOWN!** HE WON'T REST NOW UNTIL I'M COMPLETELY DESTROYED! I'VE JUST GOT TO HOPE HE CAN'T THINK OF A WAY TO **DO** IT BEFORE **I** CAN DO SOMETHING!

WHAT A PICKLE! IF I FALL OFF, I'M DONE FOR!

AND IF I STAY ON HERE, I'LL SOON BE A SITTING DUCK FOR HIM!

THERE! I FINALLY REACHED HIS CONTROL SWITCHES!

BUT HE'S HEADING FOR THE **STAIRS!** I'VE GOT **SECONDS** TO FIGURE THESE THINGS OUT!

I **DID** IT! I FLIPPED THE MAIN CUT-OFF SWITCH! HE'S INCAPABLE OF FURTHER INDEPENDENT ACTION!

BUT HE CAN'T STOP HIMSELF-- HE'S GONNA CRASH DOWN THOSE STAIRS --WITH **ME** GOING ALONG FOR THE RIDE!

CAN'T WIGGLE OFF IN TIME!

THIS IS A NUTTY WAY FOR A SUPER-HERO TO MEET HIS END!

THWAP!

JUST ONE SLIM CHANCE-- IF MY SPIDER WEB IS STRONG ENOUGH TO HOLD US BOTH!

CRASH!

GERONIMO!!!

IT HELD! THE WEB *HELD!* WE'RE SWINGING BACK *IN* AGAIN! I *STOPPED* HIM!

THEN, WHEN THE NOW-DEACTIVATED LIVING BRAIN FINALLY SWINGS TO A HALT, THE TRIUMPHANT TEEN-AGER READJUSTS HIS CONTROLS, LOWERING THE MACHINE'S ARMS SO THAT HE CAN GET FREE!

IT WAS A GREAT RIDE, PAL... BUT I'M NOT SORRY IT'S OVER!

JUST THEN, AT THE OTHER END OF THE HALL...

SOMEBODY STOP THOSE TWO! *THEY'RE* RESPONSIBLE FOR WHAT HAPPENED!

DOWN THE STAIRS, *QUICK!* WE'LL LOSE 'EM IN THE LOCKER ROOM!

BUT, AT THAT MOMENT, IN THE LOCKER ROOM, FLASH THOMPSON REGAINS CONSCIOUSNESS...

OH, MY HEAD! PARKER MUST HAVE HAD A *BRICK* IN HIS GLOVE WHEN HE HIT ME!

MIGHT AS WELL GET DRESSED! I'LL HAVE TO FIND SOME EXCUSE FOR NOT BEATING PUNY PARKER!

DRAT THIS KNOTTED SHOE-LACE!

FOOTSTEPS--RUNNING TOWARDS ME! WHAT'S UP? WHO CAN-- *HEY!*

LOOK *OUT!* I THOUGHT THIS PLACE WAS *EMPTY!* *OOF!*

WELL, I'LL BE--! THEY PLUMB KNOCKED THEMSELVES OUT!

WOW! LOOK AT THAT! FLASH CAUGHT BOTH OF THOSE GUYS!

GREAT WORK, FLASH! HOW'D YOU DO IT?

YOU KNOW ME! I JUST UP AND LET 'EM HAVE IT!

MEANTIME, HAVING CHANGED BACK TO HIS NORMAL IDENTITY, PETER PARKER GETS AN IDEA...

THIS IS TOO GOOD AN OPPORTUNITY TO PASS UP!

I JUST REALIZED, FLASH--YOU'RE THE ONLY ONE WHO WASN'T AROUND WHILE SPIDER-MAN WAS FIGHTING THE LIVING BRAIN!

AND YOU KNOCKED THESE TWO BURLY GUYS OUT AS EASY AS PIE! AND YOU'RE JUST ABOUT SPIDER-MAN'S SIZE!

SAY! PARKER'S RIGHT, FOR ONCE! I NEVER THOUGHT OF THAT!

AND YOU TRIED TO GET THE BRAIN'S ANSWER TO SPIDER-MAN'S IDENTITY AWAY FROM ME! IT ALL TIES IN, DOESN'T IT?

KNOCK IT OFF, BOOKWORM! YOU'RE IMAGINING THINGS! I'M NOT SPIDER-MAN!

BUT EVEN IF YOU WERE, YOU'D STILL DENY IT, WOULDN'T YOU?

THAT COULD BE WHY YOU LOST THE FIGHT TO PARKER! SO NOBODY WOULD SUSPECT WHO YOU REALLY ARE!

SURE! EVERYONE KNOWS YOU COULD BEAT PUNY PARKER IN YOUR SLEEP!

BUT--I CAN'T--THAT IS, I MEAN--I'M NOT--

HA! IF THEY KEEP IT UP, FLASH'LL START BELIEVING IT HIMSELF!

LATER, A LIGHT-HEARTED PETER PARKER BLITHLY WALKS HOME FROM SCHOOL, HAPPILY LOST IN HIS OWN THOUGHTS...

TOMORROW, I'LL SAY I LOST THE PAPER WITH SPIDER-MAN'S IDENTITY ON IT DURING ALL THE EXCITEMENT, SO THAT'S THAT!

AS FOR FLASH, I MANAGED TO WALLOP HIM WITHOUT GIVING MYSELF AWAY! ALL IN ALL, IT'S BEEN A MIGHTY PLEASANT DAY!

DON'T GO AWAY, FRIENDS! MORE TEEN-AGE FUN FOLLOWS, AS SPIDER-MAN MIXES IT UP WITH THAT OTHER YOUTHFUL SENSATION, THE HUMAN TORCH!

the END

SPIDER-MAN TACKLES THE TORCH!

SPIDER-MAN

A SPIDER-MAN SURPRISE EXTRA!

THIS IS WHERE DORIS EVANS, THE TORCH'S GIRL FRIEND, LIVES! WHILE I'M IN THE NEIGHBORHOOD, I'LL PAY HER A VISIT AND SHOW HER WHAT SHE'S MISSING BY NOT DATING *SPIDER-MAN!*

WELL, HIT MY HEAD AND CALL ME SHORTY! LOOKS LIKE I'M JUST IN TIME FOR A *PARTY!*

LOOK! THERE'S THE *HUMAN TORCH!* HI, JOHNNY... WE'VE BEEN *WAITING* FOR YOU!

JOHNNY STORM! YOU DIDN'T *TELL* ME YOU HAD A NEW *STING-RAY!* IT'S GORGEOUS!

TRAVELIN' IN *STYLE* THESE DAYS, EH, TORCH?

WELL, IT'S NO *FANTASTI-CAR,* BUT IT TAKES ME WHERE I'M GOIN'!

LAST WEEK HE WAS DRIVING AN *XK* JAG! AND NOW *THIS!* OH, IF ONLY *DORIS* HADN'T FOUND HIM FIRST!

WRITTEN BY: *STAN LEE*
DRAWN BY: *JACK KIRBY*
INKED BY: *STEVE DITKO*
LETTERED BY: *S. ROSEN*

X-529

A FEW MINUTES LATER ...

HMMPH! IT DIDN'T TAKE LONG FOR THAT FLAMING PHONY TO START SHOWING OFF!

WELL, NOW I'LL SHOW THEM WHAT *SPIDER-MAN* CAN DO!

I'LL JUST WEAVE A LITTLE WEB-BAT OUT HERE! IT'LL KEEP THE PARTY FROM GETTING DULL!

WHILE INSIDE, THE TORCH USES HIS INFRA-RED GLOWING POWER TO DAZZLE HIS TEEN-AGE FRIENDS!

HERE, SALLY! I'LL PUT AN INFRA-RED SPOTLIGHT ON YOU WHILE YOU DANCE!

MMM! WAIT, TILL ACTORS' UNION HEARS ABOUT *YOU*, JOHNNY!

EEK! A *BAT!*

OHH! GET IT *AWAY!* IT'S SO DREADFUL-LOOKING!

HOLD IT, KIDS! THERE'S SOMETHING *FUNNY* ABOUT IT! IT ISN'T *REAL!*

I'LL JUST SWAT AT IT WITH THIS PILLOW, AND...

HEY! IT CAME APART! IT'S JUST A MASS OF SOME KIND OF *THREADS!*

NOT THREADS, SONNY BOY! ... *WEBS!* GEN-U-WINE *SPIDER-MAN* WEBS!..THE KIND YOUR FRIENDLY NEIGHBORHOOD GROCER DOESN'T SELL!

SPIDER-MAN!! I MIGHT HAVE *KNOWN!!*

STOP BRAGGING! YOU *MIGHTN'T* HAVE KNOWN! YOU'RE NOT *SMART* ENOUGH!

HOW DID *SPIDER-MAN* GET HERE ??

HE'S GOT SOME *NERVE* CRASHING A PRIVATE PARTY!

JOHNNY, CAN'T YOU GET *RID* OF HIM ??

THANK YOU, KIND FRIENDS, FOR YOUR WARM WELCOME!

BEING YOU *INSIST*, I'LL BE *GLAD* TO JOIN YOUR LITTLE PARTY!

LISTEN, WEB-HEAD, I'VE GOT *NEWS* FOR YOU! YOU'RE AS FUNNY AS A RUSTY CRUTCH! SO GO CRAWL BACK UNDER YOUR STONE!

SAY! YOU DON'T HAPPEN TO BE RELATED TO *ANOTHER* SUNSHINE BOY NAMED J-JONAH JAMESON, DO YOU?

OKAY, BIG MOUTH! YOU HAD YOUR CHANCE! IF YOU WON'T LEAVE PEACEFULLY, I'M GONNA TOSS YOU OUT ON YOUR POINTY EAR!

WHO WRITES YOUR DIALOGUE, SQUIRT?... FRANK MERRIWELL?

FLAME ON!

IF IT'S A FIGHT YOU WANT, C'MON OUTSIDE!

I'LL JUST *DO* THAT LITTLE THING, WISE GUY!

AND AWAAAAY WE GO!

HERE! THIS'LL BRING YOU DOWN TO EARTH, LAUGHING BOY!

WATCH THAT FLAME, CORN-BALL! THESE WEBS COST MONEY!

HE FLOATS THROUGH THE AIR WITH THE GREATEST OF EASE!

I GUESS *THAT'LL* TEACH YOU NOT TO MESS AROUND WITH THE HUMAN TORCH!

YOU KIDDIN'?? I JUST WANTED TO SEE WHAT YOU CAN *DO!* AND NOW IT'S *MY* TURN! DON'T GO 'WAY, JOHNNY BOY!

OKAY, YOU ANIMATED INSECT! YOU *ASKED* FOR IT! HERE I COME!

MERCY ME! I'D BETTER PREPARE A LITTLE *WELCOME* FOR SUCH A BIG, BAD BLAZING BIRDBRAIN!

COME 'N *GET* IT, TORCHY! *THIS'LL* COOL YOU OFF, BUT *GOOD!!*

THAT WAS VERY UNFRIENDLY OF YOU, LITTLE MAN! ALSO VERY *UNWISE!* BECAUSE NOW I'M *REALLY* MAD!

I GUESS THAT'S MY CUE TO FALL TO MY KNEES AND BEG FOR MERCY WITH TEARS IN MY EYES, EH? WELL, YOU'VE GOT THE WRONG CHARACTER *THIS* TIME! SO HOW ABOUT GIVING UP *NOW*, WHILE YOU CAN?

BUT, DRYING OFF WITHIN SECONDS, DUE TO THE INNER HEAT GENERATED BY HIS INTENSE ANGER, THE TORCH TRIES *ANOTHER* MANEUVER!

HERE'S A LITTLE STUNT YOU HADN'T COUNTED ON, MEAT-HEAD!

I CAN FOCUS MY FLAME ON A SMALL PLOT OF GROUND, MAKING IT *ERUPT*... LIKE THIS!

WATCH IT, FELLA! A THING LIKE THIS CAN GIVE A GUY A *HEADACHE!*

VER-RY FUNNY! NOW LET'S SEE HOW THESE FLAMIN' BUZZ-SAWS AMUSE YOU!

I'LL MAKE YOU WISH YOU'D NEVER *HEARD* OF THE HUMAN TORCH BY THE TIME I'M THROUGH WITH YOU!

I NOTICE YOU'RE NOT MAKIN' WITH THE WISE-CRACKS *NOW,* BIG MAN!

THOSE THINGS ARE COMING TOO CLOSE FOR COMFORT ...BUT I'M NOT GONNA TELL *HIM* THAT! MAYBE I SHOULDA JUST QUIT WHEN I WAS AHEAD!

MAYBE IT'S NOT *FAIR* TO USE SO MUCH FLAME AGAINST HIM, BUT I CAN'T HELP IT!

THAT GUY REALLY GETS UNDER MY SKIN!

COME BACK, SLIPPERY SAM! I'M NOT *THROUGH* WITH YOU YET! HERE, THIS FIREBALL WILL SPREAD INTO A NET, TRAPPING YOU TILL YOU SAY "UNCLE"!

But WITH HIS SUPER-HUMAN AGILITY, SPIDER-MAN EASILY DARTS THROUGH THE SPACES IN THE TORCH'S FLAME NET...

WHEW! I GUESS I'D BETTER JUST CALL IT A *DRAW* AND CUT OUT OF HERE! I DIDN'T EXPECT THAT HUMAN MATCH-STICK TO GET SO ANGRY!!

SUDDENLY, BEFORE SPIDER-MAN CAN REGAIN HIS FEET, HE SEES...

CAN I GIVE YOU A HAND, SON?

OL' TORCHY AIN'T AS EASY TO HANDLE AS YA THOUGHT, HUH?

MISTER FANTASTIC!! INVISIBLE GIRL!! AND THE MUSCLE-BOUND *THING*!!

WAIT! WHAT ARE YOU *DOING*? KNOCK IT OFF, BOY!

THINK I'M GONNA LET YOU SIT THERE AND *LAUGH* AT ME?? WELL, YOU'VE GOT *ANOTHER* THINK COMING... *ALL* OF YOU!

NO ONE'S LAUGHING AT YOU, YOU FOOL! *STOP*!! DON'T FORCE US TO GET ROUGH!

CLAM UP, SKINNY! WHAT'S *WRONG* WITH GETTIN' ROUGH?! I'M ITCHIN' TO TANGLE WITH THAT CLOWN!

I'M *REALLY* MAD NOW! I DON'T CARE *HOW* MANY OF YOU THERE ARE! I'LL CLOBBER YOU *ALL*! AND THEN I'LL GO BACK AND SETTLE UP WITH THAT FLAMING FREAK!!

STAND BACK, BOYS AND GIRLS! OL' BENJAMIN J. GRIMM IS GONNA KNOCK A LITTLE SENSE INTO THAT CREEP'S FAT HEAD!

FOR THE LUVVA PETE! WHERE'D HE *GO*?

I'LL GIVE YOU THREE GUESSES, GARGOYLE!

WELL, AIN'T *YOU* THE LITTLE FUN BOY!! I HOPE YOUR *INSURANCE* IS ALL PAID UP, BRIGHT EYES!

YOUR CONCERN FOR MY WELFARE TOUCHES ME DEEPLY, HANDSOME! WHEN DID *YOU* JOIN THE SALVATION ARMY?

PHOOEY! EVERYBODY'S A COMEDIAN NOWADAYS!!

NOT EVERY-BODY! YOU'RE A BORE, THING!

AND NOW, I'LL MAKE A PAIR OF WINGS OUT OF MY WEB FLUID, AND CRASH-DIVE DOWN AND PULVERIZE YOU!

KNOW SOMETHIN', FATHEAD?? I WAS HOPIN' YOU'D TRY THAT!!

EASY, BEN! HE'S ONLY A LAD!

YEAH? WELL, THIS "LAD" IS GONNA DEMOLISH THAT BIG APE!

BUT, BEFORE SPIDER-MAN AND THE THING CAN TANGLE...

HEY!! LEGGO! WHAT'S GOIN' ON HERE??

NICE WORK, SUE!

THIS NONSENSE HAS GONE FAR ENOUGH! NOW YOU JUST STOP IT!!

YOU'RE ENTIRELY TOO CLEVER, AND ADORABLE, TO BE FIGHTING WITH US! I'LL BET YOU'RE AS HANDSOME AS YOU ARE MUSCU-LAR UNDER THAT MASK!

AW, CUT IT OUT, SUE! I JUST ATE!

NOW, WHY DON'T YOU BOYS JUST SHAKE HANDS LIKE GENTLEMEN AND BURY THE HATCHET!?

I'D LIKE TO BURY IT, ALL RIGHT... AND I'LL GIVE YOU THREE GUESSES WHERE!

WELL, WELL, LOOK WHO JUST MADE A FUNNY!

GO ON BACK TO YOUR DULL PARTY, TORCH! I WOULDN'T JOIN YA ON A BET!

IT'S A GOOD THING YOU'VE GOT MR. FANTASTIC AND THE THING TO WET-NURSE YOU! AND AS FOR YOUR SISTER SUE...

...SHE'S THE ONLY GOOD THING ABOUT THE OVER-RATED FANTASTIC FOUR!!

FOR GOODNESS SAKE! LOOK WHAT HE LEFT! HE SPUN IT OUT OF HIS WEB FLUID... FOR ME!

LIKE WE ALWAYS SAY... SPIDER-MAN'S NOT SO DUMB! HE PICKS HIS ENEMIES VERY CAREFULLY! MORE THRILLS, FUN, AND FAST-MOVING FANTASY NEXT ISSUE! SEE YOU THEN!

SPIDER'S WEB

Please address your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve,

Great—that's putting it mildly! SPIDER-MAN #5 has topped all previous issues. At first I thought Spider-Man was going to be a plain, dime-a-dozen crimefighter, but instead you made him into a really fabulous hero. In all your comics you have started something new that will last forever. SPIDER-MAN is well taken by the readers because of his originality! You appear to be starting something between Pete and Jameson's secretary Betty! Keep it going, but don't destroy Spider-Man by giving him a big romance—let it stay the way it is. Your writing style is great, great, great—and that's not whistling Dixie! Keep guest appearances coming and when you do make them full-length stories, this gives plenty of room and a worthwhile story. I thought that the X-MEN were great but please change them a bit as they are a little too much like the FF—otherwise—OK. THE AVENGERS were great—the plot was something, having Thor pursue the villain while Giant-Man and Iron Man try to get the Hulk. One thing—drop Ant-Man's partner, the Wasp—two bugs are one too many!

Bob Churchill
3663 Hilaire Way
Seaford, N. Y.

The fans have FINALLY stopped asking that Invisible Girl be dropped from FANTASTIC FOUR . . . and now YOU'RE starting with the Wasp! C'mon, Bobby boy, don't be a fanatic!

Dear Stan and Steve,

I was just reading the current SPIDER'S WEB when I read a very interesting letter. It was about dropping the word 'Amazing' from the title of the AMAZING SPIDER-MAN. Personally, I think it gives your mag class. That Larry Brown doesn't know what he's talking about! As the Thing would put it, "He's got rocks in his head or somethin'!" Your mag is really 'hairy.' Keep up the good work!

Phil Montoya
231 Closson St.
Santa Fe, N. Mex.

So the word AMAZING gives us class, eh, Phil?? Smilin' Stevey Ditko will be sorry to hear that! We'll expect him to wear SHOES from now on when he visits the office!

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the Spider-Man vs. Torch story was simply terrific. Kirby did a commendable penciling job, but even with Ditko inking, it didn't come out quite as Spider-Man could be and as only Ditko could draw him. The story was engrossing from the first to the last panel. In the '40's we had the Torch vs. Namor battles. It's now my hope that the '60's will see a series of Torch vs. Spider-Man battles. Keep Spider-Man in a situation similar to that in the story of the Annual. "Is Spider-Man friend or foe, good or bad?," keep that idea going. Without a doubt MARVEL COMICS are bringing about the MARVEL AGE OF COMICS. Your great ability and willingness to try something new has accomplished this and you should be complimented for it. You've forged ahead and taken an undisputed lead. With X-MEN, THE AVENGERS, a possible return of Captain America, and other things equally exciting, the MARVEL AGE OF COMICS may well be ushering in a new GOLDEN AGE OF COMICS. In closing may I suggest you locate a few more talented artists and writers to add to your already talented staff. After all you're only human and humans can only do so much work in so much time. I'd hate to see a shortage in artists and writers prevent you from realizing your full capabilities. Best of luck on all your many fine creations!

Buddy Saunders
1605 Joyce
Arlington, Texas

Appreciate your interesting comments, Buddy. As for your final suggestion, we've discussed that on the letters page of the current FANTASTIC FOUR (#22), so we don't want to repeat ourselves here. (We're not only loveable, we're lazy!)

Dear Stan and Steve,

I have all five of the SPIDER-MAN magazines. I am proud to say that I enjoy them very much! Both of my parents have read them and they think that they are good and are not as childish as the other comics they have read. I think there is only one mistake you have made in your mag—you play up radiation too much! Spider-Man got his powers because of it, Dr. Octopus had his false arms attached to his body because of it, Sandman got his power because of it, and who is going to be next? Other than this, your comic is great!

Kevin R. McDonald
112-22 68 Dr.
Forest Hills 75, N. Y.

We hope you fans don't make a big thing of this anti-radiation jazz, Kevin! Heck, how would we write comic mag stories without it??

Dear Stan and Steve,

The topic of this letter is so unimportant that after reading the second line you may not even bother to finish it. But, in all honesty, did you ever stop to think of the purpose of Spider-Man's mask? Actually, it is unique and has something no other hero's mask has. Give up? Well, before I tell you, I must ask one more question. Did you ever wonder how other characters managed to keep their secret identity while their voice would be a dead give-away? Spider-Man doesn't have that problem. Because his mask has no openings except for the eyes, his voice is muffled and his secret is kept a secret! (I should have warned you—I have inside information.)

Peter Parker
Midtown, N. Y.
(Tim DeChenne
4128 Tilden Ave.
Culver City, Cal.)

Everybody seems to know more about Spidey than WE do! We always thought the mask was just to protect him from drafts, because he has sinus trouble! Oh well, as Aunt May might say: Live and learn!

Dear Stan and Steve,

We, at the Comic Storehouse, have picked Stan Lee and Steve Ditko as the best writer-artist pair of 1963!

Ed Corbett
Comic Storehouse
145 Sanford St.
Glens Falls, N. Y.

CONTINUED

And we, at the Marvel sweatshop, congratulate the Comic Storehouse (whatever it is!) on showing such good taste! Noblesse Oblige, Ed!

Dear Stan and Steve,

The main purpose of my letter is to congratulate you on such a fine character—I'm talking about Spider-Man. I have all five issues and will have #6 next month. I think that so far #5 is the greatest. Old Doc Doom never had it so tough! But just once I'd like to see Pete Parker sock Flash Thompson. In #1, page 2, panel 1 you show Pete saying, "My Spider-Man costume! I wish there were no such thing!" Really! If I had his powers I'd be bubbling with joy—and I think almost anybody else would, too.

Joe Campbell
3045 N. 48 Ave.
Phoenix 31, Ariz.

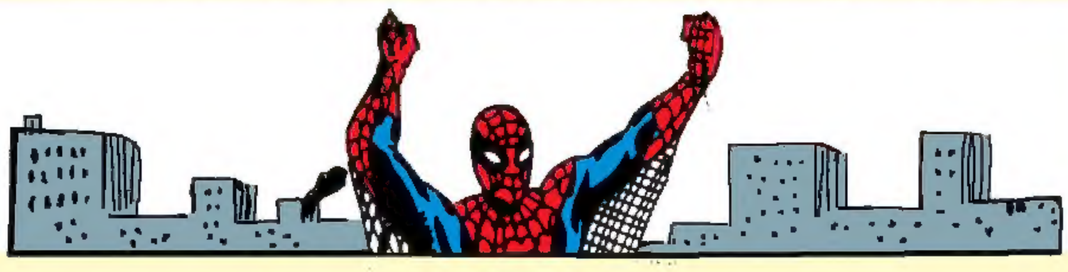
Okay, Joe, you convinced us! Now, as soon as we learn how to draw a fella bubbling with joy . . . !

Dear Stan and Steve,

Your latest and greatest creation AMAZING SPIDER-MAN has surpassed anything I've ever seen hit the stands! The element of conflict has been developed to such a degree that I just can't wait for the next issue. Each time you come out with the most interesting villains, depicted by Steve Ditko, who is the one and only man who can do such a job. Everything about Spider-Man must be discussed in the superlative. However, there is one thing that bothers me about Spider-Man. He may, in due season, become "just another hero." You may call me a pessimist, but I've seen it happen before and it can happen again. Some things that could wreck the mag are: the elimination of the problem J. J. Jameson is creating all of a sudden. I wouldn't mind his elimination, but it would be better if the problem were dealt with gradually; another thing: if he joins the F.F., he may have the spotlight taken off him . . . more guest appearances in AMAZING SPIDER-MAN by the Fantastic Four, for instance; also: he may be given more powers, a female counterpart, and who knows what. You see, I'm very worried about what will happen to my now favorite mag. And, oh yes . . . thanks a lot for making AMAZING SPIDER-MAN a monthly comic. Rest assured that it is appreciated.

Doug Storer
2719 State St.
Butte, Montana

We appreciate your appreciation, Doug! But let's not worry about all the things that may spoil ol' Spidey in the future . . . we've got enough problems with him right NOW! (Like having to draw that blamed web under his arms all the time!!)



SPECIAL ANNOUNCEMENTS SECTION:

Well, we still have all this space to fill, so we'll have to find SOMETHING to announce! Okay then, let's see—what's taking place of late around the Marvel bullpen?

- **A lot of fans thought we were nuts when we introduced a WAR mag, of all things, at the beginning of this year! Well, it looks as though we were as dumb as foxes! For, SGT. FURY AND HIS HOWLING COMMANDOS seems to be a real surprise success! (We call it a "surprise" success because nobody is more surprised than WE!) Anyway, next ish (#5, on sale soon) features a truly fascinating villain—Baron Strucker, the most dangerous Nazi of all! If you haven't yet met Sgt. Fury and his howlers, try to get this ish and see what the shouting's all about!**

- **By the way, one of the letters we recently received said "—I hate to congratulate you on your mags because you do such a good job of congratulating YOURSELVES!" Perhaps we do boast a little too much—and we hope you'll forgive us—but honestly, we're just so darn enthusiastic about our features, and we like to think that YOU are, too!**

- **Have you seen our new series in TALES TO ASTONISH, entitled "The Wasp Tells A Tale"? It's a little extra we dreamed up, and we're anxious to know your reaction to it. It'll be a steady monthly feature until you yell "Uncle!"**

- **Don't miss all the great guest stars in TALES OF SUSPENSE #49 (on sale now). You'll see The Angel (from our new fantasy-team mag, X-MEN), the ever-lovin' FANTASTIC FOUR, and if you look real fast, you'll even spot Spidey, the old web-spinner, himself! Guess we shouldn't forget to mention that the NEW Iron Man is the star! What's new about him? See for yourself!**

- **And how about our other new feature, Tales of Asgard? (appearing monthly in JOURNEY INTO MYSTERY). The Mighty Thor has caused so much interest in the legends of Asgard that we decided to devote a story per ish to the fabled doings of the mythical immortals! Now don't be party poops and keep us waiting too long for your comments, huh?**

- **Stop the presses! The results are in on our "Should we keep the word AMAZING in our title?" poll! More than twenty times as many letters favored KEEPING the word than dropping it! So the literary world can now rest easy! The AMAZING SPIDER-MAN he is—and the AMAZING SPIDER-MAN he shall REMAIN!**

- **Okay! We read all your letters and did what you asked! We made Dr. Strange the second feature of STRANGE TALES! (Co-starring with the teen-ager who tops Spider-Man's hate list—the Human Torch). We've stretched the Doc's stories to eight pages, and knocked ourselves out to present as much black magic as possible! So don't just SIT there—go BUY a few dozen copies!**

- **Now for our newies—The AVENGERS looks like a sure-fire hit, judging by the letters we've received so far—but we kind of expected that! However, X-MEN is gonna be a problem! Hundreds of you have written saying it's even better than SPIDER-MAN or the FF! But, a few dozen have commented that they'd even prefer MILLIE THE MODEL! It seems that those of you who like it LOVE it—but those who dislike it LOATHE it! We'll keep you posted on the final results but if you want OUR opinion—confidentially—we think it's destined to become one of the great comic mags of all time! We'd say more—but as you know, we hate to brag!**

- **For those of you who missed the every first issue of the FANTASTIC FOUR (shame on you!), here's your chance to see the first foe they ever fought in action again! The current ish features The Return of the Mole Man! We recommend it highly—but as you know, we're somewhat prejudiced!**

- **By next ish we'll have your verdict all tabulated on whether or not to continue our Spider-Man letters page! But, till then, keep readin', keep writin' (we almost said "keep 'rithmetic"!) and keep being as loyal and as critical as you are! We don't know whether we have the MOST fans or not, but we sure as shootin' have the BEST!**

- **Oh, we almost forgot—this ish of SPIDER-MAN was intended as a chance of pace! We hope you got a kick out of it—and we're anxious to know if you'd like similar issues to appear from time to time. But, NEXT ish will find us back on the track with a typical Spider-Man yarn, a breath-taking new Spider-Man villain, and page after page of the most amazing action we can dream up! So, till then, the merry Marvel Group wishes you happy reading, and keep your webs untangled!**